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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

CEDAR CHEMICAL CORPORATION,
AND VICKSBURG CHEMICAL COMPANY,

Case Nos. 02-11039 (SMB) and
02-11040 (SMB)

Debtors

(Jointly Administered)

-----X

**MOTION FOR ORDER SETTING BAR DATES FOR FILING
CERTAIN PROOFS OF CLAIM, APPROVING PROCEDURES
FOR FILING SUCH PROOFS OF CLAIM AND APPROVING
FORM AND MANNER OF NOTICE THEREOF**

Cedar Chemical Corporation (“Cedar”) and Vicksburg Chemical Company (“Vicksburg”;
together with Cedar, the “Debtors”), by their attorneys Angel & Frankel, P.C., submit this motion
(the “Motion”) for an order setting bar dates for filing certain proofs of claim, approving procedures
for filing such proofs of claim and approving the form, manner and sufficiency of notice thereof. In
support of this Motion, the Debtors respectfully represent as follows:

Introduction

1. On March 8, 2002 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

2. Also on March 8, 2002, the Bankruptcy Court granted the Debtors’ application allowing joint administration of the Debtors’ cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

3. The Debtors have been authorized to remain in possession of their property and to continue in the operation and management of their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. An official committee of unsecured creditors (the “Committee”) has been appointed by the office of the United States Trustee for the Southern District of New York in the Debtors’ cases and it has chosen the law firm of Satterlee Stephens Burke & Burke LLP to serve as its counsel.

5. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases.

Jurisdiction

6. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

7. The statutory predicates for the relief requested herein are sections 105 and 502 of the Bankruptcy Code and Rules 2002, 3003(c)(3) and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Relief Requested

8. By this Motion, the Debtors seek entry of an order fixing the time period within which certain proofs of claim against the Debtors must be filed, approving procedures for the filing of such proofs of claims, and approving the form, manner and sufficiency of notice of such time period and procedures.

Basis for Relief

9. Since the Petition Date, the Debtors have engaged in a considerable effort to determine the number and dollar values of potential claims against the Debtors' estates. To that end, the Debtors filed their schedules (the "Schedules") with the Court on June 3, 2002. The Debtors have also retained Trumbull Services Company as its claims agent (the "Claims Agent") by order of the Court dated January 22, 2003.

10. General Bar Date. To identify and resolve claims expeditiously, the Debtors request that the Court fix a deadline for filing proofs of claim of May 23, 2003 at 5:00 p.m. Eastern time (the "General Bar Date"). The Debtors request that all creditors be required to file a proof of claim on account of any Claim (as defined in 11 U.S.C. § 101(5) and below) against either of the Debtors, except as provided below.

11. The term "Claim" shall include (a) Claims incurred prior to March 8, 2002 (the "Petition Date") which are allowable under sections 507(a)(3), (a)(4) and (a)(8) of the Bankruptcy Code as priority wage, benefit and tax claims as described in those sections, as well as general unsecured claims against the Debtors' estates incurred prior to the Petition Date. The term "Claim" also includes Claims incurred subsequent to the Petition Date but prior to the General Bar Date,

which are allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as expenses of administration.¹

12. Exclusions of Certain Claims From General Bar Date. The Debtors request that, at this time, proofs of claim not be required to be filed by creditors wishing to assert Claims against the Debtors of the types that are set forth below (the “Excluded Claims”):

- (i) Claims listed in the Schedules or any amendments thereto that are not therein listed as “contingent,” “unliquidated” or “disputed” and that are not disputed by the holders thereof as to (a) amount, (b) classification or (c) the identity of the Debtor against whom such Claim is scheduled;
- (ii) Claims on account of which a proof of claim has already been properly filed with the Court against the correct Debtor;
- (iii) Claims previously allowed or paid pursuant to an order of the Court;
- (iv) Claims for which specific deadlines have previously been fixed by the Court;
- (v) Claims of one Debtor against the other Debtor; and
- (vi) Claims of current officers or directors of a Debtor for indemnification and/or contribution arising as a result of such officer’s or director’s post-petition service to a Debtor.

13. Rejection Claims. The Debtors further request that any Claim arising from rejection of an unexpired lease or executory contract of a Debtor be required to be filed by the latest of (a) thirty (30) days after the date of any order authorizing the Debtor to reject such contract or lease, (b) any other date set by order of this Court, and (c) the General Bar Date (the “Rejection Bar Date”;

¹ Although administrative bar dates are normally separately implemented, the Debtors have included administrative claims in this Bar Date request because analysis of same are necessary at this time to determine the administrative (in)solvency of these estates for plan preparation purposes.

together with the General Bar Date, the “Bar Date”). Any claims respecting any other lease or contract would be required to be filed by the General Bar Date.

14. Exclusion of Proofs of Interest in Debtors From General Bar Date. The Debtors also request that any holder of any interest in any of the Debtors (each an “Interest Holder”), which interest is based exclusively upon the ownership of common or preferred stock of either of the Debtors (an “Interest”), not be required to file a proof of Interest based solely on account of such Interest Holder’s ownership interest in such stock.²

15. Claims Under the Pre-Petition Credit Facility. With respect to the lenders (the “Pre-Petition Secured Lenders”) signatory to the Credit Agreement dated as of November 3, 1995, as amended and restated as of July 31, 1997, between Cedar and the Pre-Petition Secured Lenders, the Debtors request that JPMorgan Chase Bank, as agent (the “Agent”) for the Debtors’ Pre-Petition Secured Lenders be authorized, but not directed, to file a proof of claim on behalf of all of such Lenders and in respect of all Claims arising under or in connection with the Debtors’ pre-petition credit facility. Moreover, the Agent need not attach to its proof of claim (if any) copies of all of the documents relevant to its proof of claim, provided that counsel to the Agent shall allow any party in interest to inspect such documents upon reasonable request.

16. Debtors’ Reservation of Rights. The Debtors further propose that they shall retain the right to (a) dispute, or assert offsets against or defenses to, any filed Claim or any Claim listed or reflected in the Schedules as to nature, amount, liability, classification or otherwise; or (b) subsequently designate any Claim as disputed, contingent or unliquidated; provided, however, that if the Debtors amend the Schedules to reduce the undisputed, noncontingent and liquidated amount or

² The Debtors reserve the right to seek relief at a later date requiring Interest Holders to file proofs of interest.

to change the nature or classification of a Claim against a Debtor reflected therein, then the affected claimant shall have until the later of (i) the General Bar Date or (ii) thirty (30) days after the date that said claimant is served with notice of the amendment to the Schedules to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Claim. Notwithstanding the foregoing, nothing set forth herein would preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds, unless the Debtors are barred from doing so by another order of the Court.

17. Time Fixed for Filing Proofs of Claims and Form of Notice to Creditors. To facilitate the mailing of the Bar Date Notice (as defined below), as well as the need to provide the Debtors' creditors with a reasonable opportunity to prepare and file proofs of claim, the Debtors are requesting that the Court fix May 23, 2003 as the General Bar Date, which will allow the creditors of the Debtors sufficient time in which to file proofs of claim.

18. The Debtors intend to give notice of the Bar Date, in substantially the same form annexed as Exhibit "A" to the order submitted herewith (the "Bar Date Notice") by first class mail at least 35 days prior to the General Bar Date on:

- (a) the United States Trustee;
- (b) counsel to the Committee;
- (c) counsel to the Pre-Petition Secured Lenders;
- (d) all persons or entities that have requested notice of the proceedings in the Chapter 11 cases;
- (e) all creditors and other known holders of claims, including all persons or entities listed in the Schedules as holding claims;

- (f) all parties to executory contracts and unexpired leases of the Debtors;
- (g) the Internal Revenue Service for the district in which the case is pending and, if required by Bankruptcy Rule 2002(j), the Securities and Exchange Commission and any other required governmental units; and
- (h) such additional persons and entities as deemed appropriate by the Debtors.

19. In addition, the Debtors intend to supplement such notice by publishing a modified Bar Date Notice in substantially the same form annexed as Exhibit “B” to the order submitted herewith once in the national edition of The New York Times at least 25 days prior to the General Bar Date.

20. Form of Proofs of Claims. The Debtors propose to serve with the Bar Date Notice a proof of claim form that is substantially similar to the Official Bankruptcy Form No. 10, a copy of which is attached as Exhibit “C” to the order submitted herewith (the “Proof of Claim Form”). If applicable, the Proof of Claim Form shall indicate thereon how the Debtors have scheduled such creditor’s claim in the Schedules (including identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed).

21. Procedure for Filing Proofs of Claim. The Debtors request that, for any proof of claim to be validly and properly filed, a signed original of the completed Proof of Claim Form, together with supporting documentation, be required to be delivered to Debtors’ Claims Agent at the address set forth on the Bar Date Notice so as to be received no later than 5:00 p.m., Eastern time, on the applicable Bar Date. The Debtors propose that creditors be permitted to submit proofs of claim in person, by courier, hand delivery or by mail, but not by facsimile or other electronic means.

Proofs of claim shall be deemed filed when actually received by the Claims Agent. Creditors will receive an acknowledgment of the Claims Agent's receipt of such creditor's Proof of Claim Form.

Applicable Authority

22. Bankruptcy Rule 3003(c)(3) provides that "[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed." The Debtors submit that the foregoing reasons establish adequate cause to fix the Bar Dates as requested herein.

23. Furthermore, Bankruptcy Code sections 105 and 502 and Bankruptcy Rule 9007 together permit the Court to approve the proposed claim filing procedures and to approve the form, manner and sufficiency of notice of the Bar Date and the procedures for filing claims. The Debtors submit that, for the reasons set forth above, approval of the proposed procedures for filing proofs of claim and the form, manner and sufficiency of notice of such procedures and the Bar Date should be granted.

24. No previous motion for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that this Court enter an order, substantially in the form of the proposed order submitted herewith, (i) fixing the Bar Date, (ii) approving the proposed procedures for filing proofs of claim, (iii) approving the form, manner and sufficiency of notice thereof, and (iv) granting such other and further relief as may be just and proper.

Dated: New York, New York
March 25, 2002

ANGEL & FRANKEL, P.C.
Attorneys for Cedar Chemical Corporation and
Vicksburg Chemical Company
Debtors and Debtors-in-Possession

By: /s/ Bonnie L. Pollack
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

CEDAR CHEMICAL CORPORATION
AND VICKSBURG CHEMICAL COMPANY,

Case Nos. 02-11039 (SMB)
and 02-11040 (SMB)

Debtors

(Jointly Administered)

-----X

**ORDER SETTING BAR DATES FOR FILING CERTAIN PROOFS OF CLAIM,
APPROVING PROCEDURES FOR FILING SUCH PROOFS OF CLAIM AND
APPROVING FORM, MANNER AND SUFFICIENCY OF NOTICE THEREOF**

Upon the motion dated March 25, 2003 (the "Motion"), of the above-captioned debtors and debtors-in-possession (the "Debtors") for an order setting bar dates for the filing of certain proofs of claim in these chapter 11 cases (the "Bar Date"), approving procedures for filing such proofs of claim and approving the form, manner and sufficiency of notice thereof; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors and other parties-in-interest; and it appearing that sufficient notice of the Motion having been given; and it appearing that no further notice need be given; and upon the record of these chapter 11 cases; and after due deliberation thereon; and good cause appearing therefore; it is hereby

FOUND THAT:

A. The establishment of a Bar Date in the Debtors' chapter 11 cases is necessary and in the best interests of the Debtors, their estates, their creditors and all parties-in-interest; and

B. Notice of the Bar Date as required by this Order is reasonably calculated to notify creditors and other parties in interest of the Bar Date and to provide them with sufficient opportunity to file Proofs of Claim against the Debtors; and it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to Bankruptcy Rule 3003(c), all persons and entities, including, without limitation, individuals, partnerships, corporations, indenture trustees, estates, trusts, unions and governmental entities (collectively, the “Creditors”), holding or wishing to assert “claims” (as that term is defined in section 101(5) of the Bankruptcy Code and below), against the Debtors (collectively, the “Claims”) are required to file a separate, completed and executed proof of claim form (conforming substantially to Official Bankruptcy Form No. 10) on account of any Claims such Creditor holds or wishes to assert against the Debtors so that the proof of claim is RECEIVED on or before 5:00 p.m., Eastern time, on May 23, 2003 (the “General Bar Date”).
3. The term “Claim” shall include (a) claims incurred prior to March 8, 2002 (the “Petition Date”) which are allowable under sections 507(a)(3), (a)(4) and (a)(8) of the Bankruptcy Code as priority wage, benefit and tax claims as described in those sections, as well as general unsecured claims against the Debtors’ estates incurred prior to the Petition Date. The term “Claim” also includes those Claims incurred subsequent to the Petition Date but prior to the General Bar Date which are allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as expenses of administration.
4. The content, form, and use of the form of Proof of Claim Form annexed hereto as Exhibit “C” is hereby approved. The Proof of Claim Form transmitted to Creditors shall indicate thereon, if applicable, how the Debtors have scheduled the creditor’s claim in its Schedules of Assets and Liabilities filed on June 3, 2002 (the “Schedules”) including the identity of the Debtor, the amount of the claim, and whether the claim has been scheduled as contingent, unliquidated or disputed.

5. Proofs of Claim shall be deemed timely filed only when RECEIVED by the Debtors' Claims Agent, Trumbull Services Company (the "Claims Agent"), at the address set forth in the Bar Date Notice (as such term is defined below), by the applicable Bar Date. Proofs of Claim must be signed and may not be filed by facsimile transmission or telecopy. Proofs of Claim must include all supporting documentation.

6. Proofs of Claim are not required, at this time, to be filed for Claims of the types set forth in clauses (i) through (vi) below (collectively, the "Excluded Claims"):

- (i) Claims listed in the Schedules or any amendments thereto that are not therein listed as "contingent," "unliquidated" or "disputed" and that are not disputed by the holders thereof as to (a) amount, (b) classification, or (c) the identity of the Debtor against whom such Claim is scheduled;
- (ii) Claims on account of which a proof of claim has already been properly filed with the Court against the correct Debtor;
- (iii) Claims previously allowed or paid pursuant to an order of the Court;
- (iv) Claims for which specific deadlines have previously been fixed by the Court;
- (v) Claims of one Debtor against the other Debtor; and
- (vi) Claims of current officers or directors of a Debtor for indemnification and/or contribution arising as a result of such officer's or director's post-petition service to a Debtor.

7. Any person or entity whose Claim arises from, or as a consequence of, the rejection of an executory contract or an unexpired lease after the entry of this Order, but prior to the entry of an order of this Court confirming a plan of reorganization or liquidation for the Debtors, must file their proof(s) of claim on or before the later of (a) thirty (30) days following the date of any order approving such rejection, (b) the date established by any other order of the Court, and (c) the General Bar Date (the "Rejection Bar Date"), or be forever barred from doing so.

8. The Agent for the Debtors' Pre-Petition Secured Lenders is authorized but not directed to file a proof of claim on behalf of all of such Lenders and in respect of all Claims arising under or in connection with the Debtors' pre-petition credit facility; moreover, the Agent need not attach to its proof of claim (if any) copies of all of the documents relevant to its proof of claim, provided that counsel to the Agent shall allow any party in interest to inspect such documents upon reasonable request.

9. Any entity holding an interest in any Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in a corporation (an "Interest") need not file a Proof of Interest based solely on account of such Interest Holder's ownership interest in such stock.

10. Any person or entity whose claim arises from, or as a consequence of, an amendment of the Schedules subsequent to service of the Bar Date Notice as provided herein must file their proofs of claim within thirty (30) days following service of notice of the amendment of the Schedules, or be forever barred from doing so.

11. Any holder of a Claim against the Debtors who is required, but fails, to file a Proof of Claim for such Claim in accordance with this Order on or before the Bar Date (i) shall not be treated as a Creditor for purposes of voting on and distribution under a plan in these Chapter 11 cases with respect to such Claim; (ii) shall be forever barred, estopped and permanently enjoined from asserting such Claim against the Debtors, their successors or their property (or filing a proof or claim with respect thereto) and the Debtors, their successors and their property shall be forever discharged from any and all indebtedness or liability with respect to such Claim; and (iii) shall not be entitled to receive further notices regarding such Claim.

12. Unless barred from doing so by another order of the Court, nothing in this Order shall, or shall be deemed to, prejudice the Debtors' right to object to any Claim, whether filed or scheduled, on any ground, or to dispute, or to assert offsets against or defenses to, any claim reflected on the Schedules, or any amendments thereto, as to amount, liability, classification or otherwise, and to subsequently designate any claim as disputed, contingent or unliquidated.

13. The Debtors' proposed form of notice of the Bar Date is hereby approved. Notice of the Bar Date shall be deemed good and sufficient notice to all Creditors, known and unknown, if the Debtors cause a notice in substantially the form of the Bar Date Notice annexed hereto as Exhibit "A" (the "Bar Date Notice") to be mailed at least 35 days prior to the Bar Date by first class United States Mail, postage prepaid, to:

- (a) the United States Trustee;
- (b) counsel to the Committee;
- (c) counsel to the Pre-Petition Secured Lenders;
- (d) all persons or entities that have requested notice of the proceedings in the Chapter 11 cases;
- (e) all creditors and other known holders of claims, including all persons or entities listed in the Schedules as holding claims;
- (f) all parties to executory contracts and unexpired leases of the Debtors;
- (g) the Internal Revenue Service for the district in which the case is pending and, if required by Bankruptcy Rule 2002(j), the Securities and Exchange Commission and any other required governmental units; and
- (h) such additional persons and entities as deemed appropriate by the Debtors.

14. The Debtors shall also cause a modified form of the Bar Date Notice in substantially the same form as annexed as Exhibit "B" hereto to be published once, at least 25 days prior to the Bar Date, in the national edition of The New York Times.

15. Nothing contained herein shall limit, abridge, or otherwise affect the Debtors' right to request that the Court fix a date by which the holder of an Excluded Claim must file a proof of claim or interest.

16. The provisions of this Order apply to all Claims of whatever character against the Debtors or their property, whether such Claims are secured or unsecured, entitled or not entitled to priority, liquidated or unliquidated, or fixed or contingent.

17. The Debtors are authorized to take such steps and do such things as they deem to be reasonably necessary to fulfill the notice requirements established by this Order, including the expenditure of all sums reasonably necessary to implement the provisions of this Order.

Date: New York, New York
April __, 2003

STUART M. BERNSTEIN
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

CEDAR CHEMICAL CORPORATION
AND VICKSBURG CHEMICAL COMPANY,

Case Nos. 02-11039 (SMB)
and 02-11040 (SMB)

Debtors (Jointly Administered)

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**TO ALL CREDITORS AND EQUITY INTEREST HOLDERS OF
THE DEBTORS AND OTHER PARTIES IN INTEREST:**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On April __, 2003 (the "Order Date"), the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order in the above captioned chapter 11 cases (the "Bar Date Order") establishing **May 23, 2003 at 5:00 p.m.** as the general claims bar date (the "General Bar Date") in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"). Except as described below, the Bar Date Order requires all Entities, as defined in section 101(15) of title 11, United States Code (the "Bankruptcy Code"), including persons, estates, trusts and the United States trustee, that have or assert any Claims (as defined herein) against either of the Debtors to file a proof of claim so that such proof of claim is received on or before 5:00 p.m., Eastern time, on the General Bar Date at either of the following addresses:

If delivered by mail:

Cedar Chemical Corporation/Vicksburg
Chemical Company
P.O. Box 5092
Bowling Green Station
New York, NY 10274-5092

If delivered by hand or overnight courier:

Clerk of the United States Bankruptcy Court,
Southern District of New York
Re: Cedar Chemical Corporation/Vicksburg Chemical Company
One Bowling Green
Room 534
New York, NY 10004

DEFINITION OF CLAIM

For purposes of this Bar Date Notice, "Claim" shall mean, as to or against any of the Debtors: (1) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (2) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

The term "Claim" shall include claims incurred prior to March 8, 2002 (the "Petition Date") which are allowable under sections 507(a)(3), (a)(4) and (a)(8) of the Bankruptcy Code as priority wage, benefit and tax claims as described in those sections, as well as general unsecured claims against the Debtors' estates incurred prior to the Petition Date. The term "Claim" also includes those Claims incurred subsequent to the Petition Date but prior to the General Bar Date which are allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as expenses of administration.

PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM

Pursuant to the Bar Date Order, all Entities holding Claims against the Debtors (whether secured, priority or unsecured), are required to file proofs of claim by the General Bar Date.

Any Entity whose Claims arise out of the rejection of an executory contract or unexpired lease (pursuant to section 365 of the Bankruptcy Code) after the Petition Date, but prior to the entry of an order confirming a plan of reorganization in the applicable Debtor's case, must file a proof of claim on or before the latest of: (1) thirty (30) days after the date of the order, pursuant to section 365 of the Bankruptcy Code, authorizing the rejection of such contract or lease; (2) any date set by another order of the Court; or (3) the General Bar Date (the "Rejection Bar Date"). Any Claims respecting any other lease or contract are required to be filed by the General Bar Date.

Any Entity whose pre-petition Claim against a Debtor is not listed in the applicable Debtor's Schedules of Assets and Liabilities (the "Schedules"), or is listed as "disputed," "contingent" or "unliquidated" and that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases, and any Entity whose pre-petition Claim is improperly classified in the Schedules or is listed in an incorrect amount or is scheduled against an incorrect Debtor and that desires to have its Claim allowed in a classification or amount other than that set forth in the Schedules or against a Debtor other than as set forth in the Schedules, must file a proof of claim on or before the General Bar Date. If your claim has been scheduled by the Debtors, the classification, amount and Debtor against which your claim has been scheduled is indicated on the enclosed claim form.

If, after the General Bar Date, either of the Debtors amend their Schedules to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a Claim against a Debtor reflected therein or to change the Debtor against which a Claim has been scheduled, then the affected claimant shall have thirty (30) days from the date of service of notice thereof to file

a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Claim (the “Amended Schedule Bar Date”).

Any Entity holding an interest in any Debtor (each an “Interest Holder”), which interest is based exclusively upon the ownership of common or preferred stock in a corporation (an “Interest”), need not file a proof of Interest based solely on account of such Interest Holder’s ownership interest in such stock.

The Bar Date Order further provides that **the following Entities need not file a proof of claim by the General Bar Date:** (1) Claims listed in the Schedules or any amendments thereto that are not therein listed as contingent, unliquidated or disputed and that are not disputed by the holders thereof as to amount, the Debtor against whom the Claim is scheduled or classification of such Claim; (2) Claims on account of which a proof of claim has already been properly filed with the Court against the correct Debtor; (3) Claims previously allowed or paid pursuant to an order of the Court; (4) Claims for which specific deadlines have previously been fixed by the Court; (5) Claims of Debtors against other Debtors; and (6) Claims of current officers or directors of a Debtor for indemnification and/or contribution arising as a result of such officer’s or director’s post-petition service to a Debtor.

TIME AND PLACE FOR FILING PROOFS OF CLAIM

Enclosed is a Proof of Claim Form for you to use in this case. If your claim was listed on the Debtors’ Schedules, the Proof of Claim Form also sets forth the amount in which your claim was listed, the specific Debtor against which the claim was scheduled and whether the claim was scheduled as disputed, contingent or unliquidated. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors.

A signed original of the Proof of Claim Form, together with supporting documentation, must be delivered so as to be received no later than 5:00 p.m., Eastern time, on the General Bar Date, the Rejection Bar Date or the Amended Schedule Bar Date, as applicable, depending upon the nature of the Claim, at either of the following addresses:

If delivered by mail:

Cedar Chemical Corporation/Vicksburg
Chemical Company
P.O. Box 5092
Bowling Green Station
New York, NY 10274-5092

If delivered by hand or overnight courier:

Clerk of the United States Bankruptcy Court,
Southern District of New York
Re: Cedar Chemical Corporation/Vicksburg Chemical Company
One Bowling Green
Room 534
New York, NY 10004

Any proof of claim submitted by facsimile or other electronic means will not be accepted and will not be deemed filed until such proof of claim is submitted by the method described in the foregoing sentence. Proofs of claim will be deemed filed only when actually received at either of the addresses listed above. You will receive acknowledgment of the filing of your proof of claim.

FILING PROOFS OF CLAIM AGAINST MULTIPLE DEBTORS

Any Entity asserting Claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. All Entities must identify on their proof of claim the particular Debtor against which their Claim is asserted and the case number of that Debtor's bankruptcy case.

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

Any Entity that is required to file a proof of claim, but fails to do so in a timely manner, will be forever barred, estopped and enjoined from: (1) asserting any Claim against any of the Debtors that such Entity has that (a) is in an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent and liquidated or (b) is of a different nature or in a different classification or against a different Debtor (any such claim being referred to as an "Unscheduled Claim"); and (2) voting upon, or receiving distributions under, any plan or plans of reorganization in these chapter 11 cases in respect of an Unscheduled Claim. **If it is unclear from the Schedules whether your Claim is disputed, contingent or unliquidated as to amount or is otherwise improperly listed and classified, you must file a proof of claim on or before the General Bar Date.** Any Entity that relies on the Schedules bears responsibility for determining that its Claim is accurately listed therein. A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, and whether the holder should file a proof of claim.

RESERVATION OF RIGHTS

The Debtors reserve the right to: (1) dispute, or to assert offsets against or defenses to, any filed Claim or any Claim listed or reflected in the Schedules as to nature, amount, liability, classification, Debtor or otherwise; or (2) subsequently designate any Claim as disputed, contingent or unliquidated. Nothing set forth in this Notice shall preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim, you may contact Trumbull Services Company at (860) 687-3161.

Dated: New York, New York
April __, 2002

BY ORDER OF THE COURT

ANGEL & FRANKEL, P.C.
Attorneys for Cedar Chemical Corporation and
Vicksburg Chemical Company
Debtors and Debtors-in-Possession

By: _____
Joshua J. Angel, Esq. (JA-3288)
Bonnie L. Pollack, Esq. (BP-3711)
Craig Nussbaum (CN-8742)
460 Park Avenue
New York, NY 10022-1906
(212) 752-8000

Exhibit "B"

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

CEDAR CHEMICAL CORPORATION
AND VICKSBURG CHEMICAL COMPANY,

Chapter 11
Case Nos. 02-11039 (SMB)
and 02-11040 (SMB)

Debtors

(Jointly Administered)

**NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIMS
AGAINST THE DEBTORS**

TO: ALL CREDITORS AND EQUITY INTEREST HOLDERS

PLEASE TAKE NOTICE THAT on April __, 2003 (the "Order Date"), the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order in the above captioned chapter 11 cases (the "Bar Date Order") establishing **May 23, 2003 at 5:00 p.m.** as the general claims bar date (the "General Bar Date") in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"). Except as described below, the Bar Date Order requires all Entities, as defined in section 101(15) of title 11, United States Code (the "Bankruptcy Code"), including persons, estates, trusts and the United States trustee, that have or assert any Claims (as defined herein) against either of the Debtors to file a proof of claim so that such proof of claim is received on or before 5:00 p.m., Eastern time, on the General Bar Date **if sent by United States Mail:** United States Bankruptcy Court, Southern District of New York, Re: Cedar Chemical Corporation/Vicksburg Chemical Company, P.O. Box 5092, Bowling Green Station, New York, New York 10274-5092; if delivered in person, by hand-delivery or by expedited courier: Clerk of the United States Bankruptcy Court, Southern District of New York, Re: Cedar Chemical Corporation/Vicksburg Chemical Company, One Bowling Green, Room 534, New York, New York 10004. If you wish to file a claims against more than one Debtor, you must file a separate and original proof of claim form in the bankruptcy case of each Debtor. Claims must be received by the General Bar Date in order to be timely filed.

For purposes of this Bar Date Notice, "Claim" shall means (1) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (2) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. The term "Claim" shall include claims incurred prior to March 8, 2002 (the "Petition Date") which are allowable under sections 507(a)(3), (a)(4) and (a)(8) of the Bankruptcy Code as priority

wage, benefit and tax claims as described in those sections, as well as general unsecured claims against the Debtors' estates incurred prior to the Petition Date. The term "Claim" also includes those Claims incurred subsequent to the Petition Date but prior to the General Bar Date which are allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as expenses of administration.

Pursuant to the Bar Date Order, all Entities holding Claims against the Debtors (whether secured, priority or unsecured), are required to file proofs of claim by the General Bar Date. Any Entity whose Claims arise out of the rejection of an executory contract or unexpired lease (pursuant to section 365 of the Bankruptcy Code) after the Petition Date, but prior to the entry of an order confirming a plan of reorganization in the applicable Debtor's case, must file a proof of claim on or before the latest of: (1) thirty (30) days after the date of the order, pursuant to section 365 of the Bankruptcy Code, authorizing the rejection of such contract or lease; (2) any date set by another order of the Court; or (3) the General Bar Date (the "Rejection Bar Date"). Any Claims respecting any other lease or contract are required to be filed by the General Bar Date. Any Entity whose pre-petition Claim against a Debtor is not listed in the applicable Debtor's Schedules of Assets and Liabilities (the "Schedules"), or is listed as "disputed," "contingent" or "unliquidated" and that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases, and any Entity whose pre-petition Claim is improperly classified in the Schedules or is listed in an incorrect amount or is scheduled against an incorrect Debtor and that desires to have its Claim allowed in a classification or amount other than that set forth in the Schedules or against a Debtor other than as set forth in the Schedules, must file a proof of claim on or before the General Bar Date. If, after the General Bar Date, either of the Debtors amend their Schedules to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a Claim against a Debtor reflected therein or to change the Debtor against which a Claim has been scheduled, then the affected claimant shall have thirty (30) days from the date of service of notice thereof to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Claim (the "Amended Schedule Bar Date"). Any Entity holding an interest in any Debtor (each an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in a corporation (an "Interest"), need not file a proof of Interest based solely on account of such Interest Holder's ownership interest in such stock. The Bar Date Order further provides that **the following Entities need not file a proof of claim by the General Bar Date:** (1) Claims listed in the Schedules or any amendments thereto that are not therein listed as contingent, unliquidated or disputed and that are not disputed by the holders thereof as to amount, the Debtor against whom the Claim is scheduled or classification of such Claim; (2) Claims on account of which a proof of claim has already been properly filed with the Court against the correct Debtor; (3) Claims previously allowed or paid pursuant to an order of the Court; (4) Claims for which specific deadlines have previously been fixed by the Court; (5) Claims of Debtors against other Debtors; and (6) Claims of current officers or directors of a Debtor for indemnification and/or contribution arising as a result of such officer's or director's post-petition service to a Debtor.

Any Entity that is required to file a proof of claim, but fails to do so in a timely manner, will

be forever barred, estopped and enjoined from: (1) asserting any Claim against any of the Debtors that such Entity has that (a) is in an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent and liquidated or (b) is of a different nature or in a different classification or against a different Debtor (any such claim being referred to as an “Unscheduled Claim”); and (2) voting upon, or receiving distributions under, any plan or plans of reorganization in these chapter 11 cases in respect of an Unscheduled Claim.

Proofs of Claim forms and instruction for completing and filing same have been mailed to all known creditors and parties in interest in the Debtors’ Chapter 11 cases. If you have not received this mailing and believe that you have a claim against the Debtors or if you require additional information regarding the filing of a proof of claim, you may contact Trumbull Associates LLC at (860) 687-3161. Please note that Trumbull’s staff is not permitted to give legal advice. **Any proof of claim submitted by facsimile or other electronic means will not be accepted.**

BY ORDER OF THE COURT

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EXHIBIT "C"

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM Chapter 11
In Re Cedar Chemical Corporation and Vicksburg Chemical Company	02-11040 (SMB) Jointly Administered	Your claim is scheduled as follows
Name of Debtor: <Debtor>	Case Number: <Case Number>	Class
NOTE: This form may be used to make a "request" for payment of an administrative expense (arising on or after March 8, 2002) pursuant to 11 U.S.C § 503.		Amount
Name of Creditor (The person or other entity to whom the debtor owes money or property): Creditor Name Contact Address Line1 Address Line2 Address Line3 City State Zip	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	Add Category CDU <Schedule ID> This Space is for Court Use Only
If address differs from above, please complete the following: Creditor Name: _____ Telephone: # _____ Address: _____ City/St/Zip: _____		
Account or other number by which creditor identifies debtor:	Check here if <input type="checkbox"/> replaces this claim <input type="checkbox"/> amends a previously filed claim, dated _____	
1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. §1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred:		3. If court judgment, date obtained:
4. Total Amount of Claim: \$ _____ If all or part of your claim is secured, entitled to priority or is an administrative claim, also complete Item 5, 6 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges <u>at time case filed</u> included in secured claim, if any: \$ _____		6. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650), earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507(a)(4). <input type="checkbox"/> Up to \$ 2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). 7. Administrative Claim. <input type="checkbox"/> Claim arose on or after March 8, 2002 and otherwise meets the requirements of 11 U.S.C. § 503.
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 9. Supporting Documents: <i>Attach copies of supporting documents</i> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		This Space is for Court Use Only
Date	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): _____	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

Instructions for Proof of Claim Form

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

DEFINITIONS

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Administrative Claim

Pursuant to 11 U.S.C § 503(b), an administrative claim is an expense of the Debtor that arose after the commencement of the case and otherwise meets the requirements of 11 U.S.C § 503.

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. This information is already filled in.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money *or* property (if different from that on the form), and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Administrative Claim:

Check if you are entitled to an administrative claim (See DEFINITIONS, above).

8. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

9. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

LIST OF DEBTORS, CASE NUMBERS AND TAX IDENTIFICATION NUMBERS:

DEBTOR	CASE NUMBER	TAX ID	DEBTOR	CASE NUMBER	TAX ID
		NUMBER			NUMBER
Cedar Chemical Corporation	02-11039	62-1256255	Vicksburg Chemical Company	02-11040	64-0821426